

Return of Organization Exempt From Income Tax

2009

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For the 2009 calendar year, or tax year beginning, 2009, and ending

Form 990 header section containing organization name (ACHILLES INTERNATIONAL INC), EIN (13-3318293), address (42 WEST 38TH STREET, NEW YORK, NY 10018-6242), and principal officer (RICHARD TRAUM).

SCANNED JUL 09 2010

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, revenue breakdown, and expense breakdown.

Part II Signature Block

Signature block section with signature of Richard Traum, President, dated 5/12/10.

Preparer's information section including signature of Sam J. Nole CPA, firm name, address, and EIN.

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

917-23

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

ACHILLES INTERNATIONAL INC. IS A 501(c)3 NOT-FOR-PROFIT ORGANIZATION WITH A MISSION OF ENABLING PEOPLE WITH DISABILITIES TO COMPETE IN MAINSTREAM SPORTS
See Form 990, Page 2, Part III, Line 1 (continued)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No [X]

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No [X]

If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ) (Expenses \$ 1,150,412. including grants of \$ 1,119,459.) (Revenue \$ 1,191,461.)

MARATHON EXPENSES/FREEDOM TEAM TO ENABLE AND ASSIST DISABLED ATHLETES TO RUN AND COMPETE WITH THE GENERAL PUBLIC IN MARATHONS. THE ORGANIZATION PROVIDES TRAINING, ENCOURAGEMENT AND TECHNICAL EXPERTISE TO DISABLED ATHLETES OF ALL ABILITIES. RUNNERS PARTICIPATE WITH CRUTCHES, TETHERS FOR THE BLIND, IN WHEELCHAIRS, ON ARTIFICIAL LIMBS AND WITHOUT AIDES. THE FREEDOM TEAM IS A PROGRAM FOR DISABLED VETERANS, INCLUDING MANY FROM THE WARS IN IRAQ AND AFGHANISTAN, WITH 360 MEMBERS WALTER REED ARMY MEDICAL CENTER, BALBOA NAVAL HOSPITAL, AND CHAPTERS. THIRTY TEAM MEMBERS COMPLETED THE 2009 ING NYC MARATHON AND VETERANS CONTINUE TO COMPETE WITH ACHILLES IN THEIR MARATHON TOUR 14 MAINSTREAM RACES THROUGHOUT THE UNITED STATES.

4b (Code ) (Expenses \$ 86,754. including grants of \$ 0.) (Revenue \$ 54,816.)

ACHILLES KIDS: THE ORGANIZATION HAS A YOUTH PROGRAM CALLED ACHILLES KIDS, WHICH, IN ASSOCIATION WITH THE NEW YORK CITY DEPARTMENT OF EDUCATION, TRAINS MORE THAN 3,500 CHILDREN AT 142 PUBLIC AND PRIVATE SCHOOLS. ACHILLES KIDS IS PRIMARILY COMPOSED OF MINORITY CHILDREN FROM INNER CITY NEIGHBORHOODS AND FEATURES WORKOUTS THROUGHOUT THE YEAR. THE NY CHAPTER INCLUDES MEMBERS FROM NEW YORK CITY AND THE TRI-STATE AREA PARTICIPATING IN MARATHONS, TRIATHLONS AND OTHER RACES.

4c (Code ) (Expenses \$ 120,758. including grants of \$ 0.) (Revenue \$ 189,412.)

HOPE AND POSSIBILITY RACE: THE HOPE AND POSSIBILITY RACE IS A CELEBRATION OF LIFE, COMMUNITY, ACHIEVEMENT AND THE POWER OF THE HUMAN SPIRIT. THE PROGRAM INCLUDES A 5 MILE FOR ADULTS RACE COMBINED WITH CHILDREN'S RACES FOR CHILDREN WITH AND WITHOUT DISABILITIES. THE EVENT IS IN NEW YORK CITY'S CENTRAL PARK AND IS THE LARGEST 5 MILES RACE BRINGING TOGETHER RUNNERS WITH ABILITIES AS WELL AS THOSE WITH DISABILITIES.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 1,357,924.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4	<b>Section 501(c)(3) organizations</b> Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11	Is the organization's answer to any of the following questions 'Yes'? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		X
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI		
	• Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		
	• Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX		
	• Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If 'Yes,' complete Schedule D, Part X		
12	Did the organization obtain separate, independent audited financial statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Part I		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20	Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

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Form 990 (2009)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1 a</b>	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.		
<b>1 a</b>	0		
<b>1 b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
<b>1 b</b>	15		
<b>1 c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2 a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
<b>2 a</b>	15		
<b>2 b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions).	X	
<b>3 a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>3 b</b>	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
<b>4 a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4 b</b>	If 'Yes,' enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5 a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5 b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5 c</b>	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6 a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
<b>6 b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7 a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
<b>7 b</b>	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
<b>7 c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7 d</b>	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
<b>7 e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7 f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7 g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	X	
<b>7 h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9 a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9 b</b>	Did the organization make any distribution to a donor, donor advisor, or related person?		X
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10 a</b>	Initiation fees and capital contributions included on Part VIII, line 12.		
<b>10 b</b>	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11 a</b>	Gross income from other members or shareholders.		
<b>11 b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12 a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12 b</b>	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.		

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

**Section A. Governing Body and Management**

	Yes	No
1 a Enter the number of voting members of the governing body		
b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?		X
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a Does the organization have local chapters, branches, or affiliates?		X
b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		X
11 A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13		X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers of key employees of the organization	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)		
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosures**

- 17 List the states with which a copy of this Form 990 is required to be filed New York
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:  
RICHARD TRAUM    42 WEST 38TH STREET NEW YORK,    NY    10018-6242    (212) 354-0300

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers, key employees, highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
								0.	0.	
								0.	0.	
JAMES BENSON BOARD MEMBER	1.00	X						0.	0.	
ELLIOT BLOOM BOARD MEMBER	1.00	X						0.	0.	
MICHAEL BURLANT BOARD MEMBER	1.00	X						0.	0.	
KRISTIN COLE BOARD MEMBER	1.00	X						0.	0.	
MATTHEW EILERS BOARD MEMBER	1.00	X						0.	0.	
THOMAS EINHORN BOARD MEMBER	1.00	X						0.	0.	
ALISA FASTENBERG BOARD MEMBER	1.00	X						0.	0.	
LISA FASULLO BOARD MEMBER	1.00	X						0.	0.	
BILL FICCA BOARD MEMBER	1.00	X						0.	0.	
KAREN GALE BOARD MEMBER	1.00	X						0.	0.	
DONNA GOLKIN BOARD MEMBER	1.00	X						0.	0.	
ROGER SILVERSTEIN BOARD MEMBER	1.00	X						0.	0.	
<del>C. HARVEY HAMMERMAN</del> BOARD MEMBER	1.00	X						0.	0.	
MICHAEL HESS BOARD MEMBER	1.00	X						0.	0.	
ROBERT KATZ BOARD MEMBER	1.00	X						0.	0.	

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TRISHA MEILI BOARD MEMBER, FOUNDING CHAIRMAN	1.00	X						0.	0.	0.
CHLOE MALLE BOARD MEMBER	1.00	X						0.	0.	0.
BONNIE MARKS BOARD MEMBER, FOUNDING CH	1.00	X						0.	0.	0.
BRUCE MOSLER BOARD MEMBER, CHAIRMAN	1.00	X						0.	0.	0.
KEN OTTENBREIT BOARD MEMBER	1.00	X						0.	0.	0.
RUSSELL CHARLTON BOARD MEMBER, TREASURER	1.00			X				0.	0.	0.
DONN SHARER SECRETARY	1.00			X				0.	0.	0.
DAVID PATTERSON BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT DIAMOND BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT D'LOREN BOARD MEMBER	1.00	X						0.	0.	0.
KENNETH PODZBA BOARD MEMBER	1.00	X						0.	0.	0.
RICHARD TRAUW PRESIDENT	40			X	X	X		76,000	0	0
MARY BRANT VICE PRESIDENT	40			X	X			67,708	0	0
<b>1b Total</b>								143,708.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

	Yes	No
3		X
4		X
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

**Part VIII Statement of Revenue**

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns	<b>1 a</b> 19,595.				
	<b>b</b> Membership dues	<b>1 b</b> 0.				
	<b>c</b> Fundraising events	<b>1 c</b> 355,996.				
	<b>d</b> Related organizations	<b>1 d</b> 0.				
	<b>e</b> Government grants (contributions)	<b>1 e</b> 0.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1 f</b> 1,171,866.				
	<b>g</b> Noncash contribns included in lns 1a-1f.	\$				
<b>h Total.</b> Add lines 1a-1f		1,547,457.				
<b>PROGRAM SERVICE REVENUE</b>	<b>2 a</b> Business Code					
	<b>b</b> -----					
	<b>c</b> -----					
	<b>d</b> -----					
	<b>e</b> -----					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f					
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts)		353.	353.	0.	0.
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross Rents	(i) Real				
		(ii) Personal				
	<b>b</b> Less: rental expenses					
	<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)					
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses					
	<b>c</b> Gain or (loss)					
	<b>d</b> Net gain or (loss)					
	<b>8 a</b> Gross income from fundraising events (not including \$ 355,996. of contributions reported on line 1c) See Part IV, line 18	<b>a</b>				
	<b>b</b> Less: direct expenses	<b>b</b>				
	<b>c</b> Net income or (loss) from fundraising events					
	<b>9 a</b> Gross income from gaming activities See Part IV, line 19	<b>a</b>				
	<b>b</b> Less: direct expenses	<b>b</b>				
	<b>c</b> Net income or (loss) from gaming activities					
	<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>				
<b>b</b> Less: cost of goods sold	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> -----						
<b>b</b> -----						
<b>c</b> -----						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d						
<b>12 Total revenue.</b> See instructions		1,547,810.	353.	0.	0.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	143,708.	114,966.	28,742.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	271,799.	204,102.	51,025.	16,672.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	60,235.	48,188.	12,047.	0.
10 Payroll taxes	32,276.	25,821.	6,455.	0.
11 Fees for services (non-employees)				
a Management	25,555.	20,444.	5,111.	0.
b Legal				
c Accounting	2,618.	0.	2,618.	0.
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f investment management fees				
g Other				
12 Advertising and promotion	11,000.	8,800.	2,200.	0.
13 Office expenses	41,021.	20,510.	20,511.	0.
14 Information technology				
15 Royalties				
16 Occupancy	62,680.	31,340.	31,340.	0.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	71,786.	68,682.	3,104.	0.
23 Insurance	9,083.	4,541.	4,542.	0.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>MARATHON EXPENSES</u>	453,165.	453,165.	0.	0.
b <u>ACHILLES KIDS PROGRAM EXPENSES</u>	86,755.	86,755.	0.	0.
c <u>FREEDOM TEAM EXPENSES</u>	87,379.	87,379.	0.	0.
d <u>HOPE &amp; POSSIBILITY PRORGAM EXPENSES</u>	120,758.	120,758.	0.	0.
e <u>PROGRAM EXPENSES-OTHER</u>	19,795.	19,795.	0.	0.
f All other expenses	44,000.	42,678.	1,322.	0.
25 Total functional expenses. Add lines 1 through 24f	1,543,613.	1,357,924.	169,017.	16,672.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash – non-interest-bearing	302,838.	1	285,978.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	35,300.	4	29,000.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	12,200.	8	14,972.
	9	Prepaid expenses and deferred charges	4,000.	9	3,000.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 273,378.		
	b	Less: accumulated depreciation.	10b 146,440.	116,272.	10c 126,938.
	11	Investments – publicly-traded securities		11	
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
16	<b>Total assets</b> Add lines 1 through 15 (must equal line 34)	470,610.	16	459,888.	
LIABILITIES	17	Accounts payable and accrued expenses	44,912.	17	29,993.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	<b>Total liabilities.</b> Add lines 17 through 25	44,912.	26	29,993.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets	425,698.	27	429,895.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, and equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	425,698.	33	429,895.	
34	Total liabilities and net assets/fund balances	470,610.	34	459,888.	

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**Part XI Financial Statements and Reporting**

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

BAA

Form 990 (2009)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 <b>Total.</b> Add lines 1-through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a <b>33-1/3 support test – 2009.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b <b>33-1/3 support test – 2008.</b> If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test – 2009</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b <b>10%-facts-and-circumstances test – 2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I)

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')	953,617.	1,176,522.	1,565,720.	1,668,603.	1,547,446.	6,911,908.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5	953,617.	1,176,522.	1,565,720.	1,668,603.	1,547,446.	6,911,908.
<b>7a</b> Amounts included on lines 1, 2, 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						6,911,908.

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6	953,617.	1,176,522.	1,565,720.	1,668,603.	1,547,446.	6,911,908.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			2,273.	6,891.	353.	9,517.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b			2,273.	6,891.	353.	9,517.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income (Do not include gain or loss from the sale of capital assets (Explain in Part IV))						
<b>13 Total support.</b> (add lns 9, 10c, 11, and 12)						6,921,425.

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	99.86%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15	<b>16</b>	99.85%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	0.14%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17	<b>18</b>	0.15%

**19a 33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

**b 33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions



**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.  
▶ Attach to Form 990. ▶ See separate instructions

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

Employer identification number

ACHILLES INTERNATIONAL INC

13-3318293

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit??		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements** Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
1 c	
1 d	
1 e	
1 f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2 a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV

**Part V Endowment Funds** Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Term endowment ▶ \_\_\_\_\_ %

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3 a(i) unrelated organizations		
3 a(ii) related organizations		
3 b If 'Yes' to 3 a(ii), are the related organizations listed as required on Schedule R?		

b If 'Yes' to 3 a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1 a Land				
b Buildings				
c Leasehold improvements		273,378.	146,440.	126,938.
d Equipment				
e Other				

**Total.** Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 126,938.

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**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1,547,810.
2	Total expenses (Form 990, Part IX, column (A), line 25)		1,543,613.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		4,197.
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV)		
9	Total adjustments (net) Add lines 4 through 8		
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		4,197.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIV)	4b	
	c Add lines 4a and 4b		4c
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIV)	4b	
	c Add lines 4a and 4b		4c
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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**Part II Fundraising Events.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

REVENUE	(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
	<u>DINNER</u> (event type)	(event type)	(total number)	(Add col. (a) through col (c))
1 Gross receipts	355,996.			355,996.
2 Less: Charitable contributions	0.			0.
3 Gross income (line 1 minus line 2)	355,996.			355,996.
DIRECT EXPENSES	4 Cash prizes	0.		0.
	5 Noncash prizes	0.		0.
	6 Rent/facility costs	41,560.		41,560.
	7 Food and beverages	0.		0.
	8 Entertainment	0.		0.
	9 Other direct expenses	1,322.		1,322.
	10 Direct expense summary Add lines 4- through 9 in column (d)			
11 Net income summary Combine lines 3, column (d) and line 10				313,114.

**Part III Gaming.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

REVENUE	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
	(Add col. (a) through col (c))			
1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes			
	3 Non-cash prizes			
	4 Rent/facility costs			
	5 Other direct expenses			
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7 Direct expense summary. Add lines 2 through 5 in column (d)				
8 Net gaming income summary Combine lines 1, column (d) and line 7				

	YES	NO
9 Enter the state(s) in which the organization operates gaming activities: _____ a Is the organization licensed to operate gaming activities in each of these states? b If 'No,' explain: -----	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If 'Yes,' explain: -----	10a	
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

**13** Indicate the percentage of gaming activity operated in:

a The organization's facility

**13a** \_\_\_\_\_ %

b An outside facility

**13b** \_\_\_\_\_ %

**14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name: ▶ \_\_\_\_\_

Address: ▶ \_\_\_\_\_

**15a** Does the organization have a contact with a third party from whom the organization receives gaming revenue?

**15a**

b If 'Yes,' enter the amount of gaming revenue received by the organization \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party \$ \_\_\_\_\_.

c If 'Yes,' enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address: ▶ \_\_\_\_\_

**16** Gaming manager information

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided: ▶ \_\_\_\_\_

Director/officer

Employee

Independent contractor

**17** Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

**17a**

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year: ▶ \$ \_\_\_\_\_



**Depreciation and Amortization  
(Including Information on Listed Property)**

**2009**

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment  
Sequence No **67**

Name(s) shown on return

Identifying number

**ACHILLES INTERNATIONAL INC**

**13-3318293**

Business or activity to which this form relates

Form 990-PF page 1

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	63,641.

**Part III MACRS Depreciation (Do not include listed property) (See instructions)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		81,452.	5 YEARS	SL	HY	8,145.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	71,786.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)**

<b>24a</b> Do you have evidence to support the business/investment use claimed?					Yes	No	<b>24b</b> If 'Yes,' is the evidence written?			Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25			
<b>26</b> Property used more than 50% in a qualified business use:											
<b>27</b> Property used 50% or less in a qualified business use:											
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28			
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								29			

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a)		(b)		(c)		(d)		(e)		(f)	
	Vehicle 1	Vehicle 2	Vehicle 3	Vehicle 4	Vehicle 5	Vehicle 6						
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2009 tax year (see instructions):					
<b>43</b> Amortization of costs that began before your 2009 tax year:					
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					44

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Election Statement

**Election out of Qualified Economic Stimulus Property**

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**Election Out of Qualified Economic Stimulus Property**

Attach to your return

Taxpayer hereby elects under IRC Section 168(k)(2)(D)(iii) out of having Qualified Economic Stimulus property for the following asset classes placed in service during the tax year ending: December 31, 2009

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ALL ELIGIBLE CLASSES OF PROPERTY

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Schedule O (Form 990), Supplemental Information to Form 990  
**Form 990, Page 2, Part III, Line 1 (continued)**

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Briefly describe the organization's mission:

DISTANCE RUNNING ATHLETICS, WITH A FOCUS ON DISTANCE/MARATHON  
RUNNING.

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**Financial Statements**

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**Achilles International, Inc.**  
**December 31, 2009**

## **Contents**

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### **Financial Statements**

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Statement of Activities and Expenses	3
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Notes to Financial Statements	5-7

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*New York State Society of CPAs*  
*American Institute of CPAs*

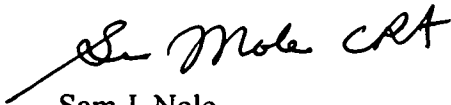
## INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of  
Achilles International, Inc.  
New York, New York

I have audited the accompanying statement of financial position of Achilles International, Inc. (a non-profit organization) as of December 31, 2009, and related statement of activities and expenses and statement of cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Achilles International, Inc. as of December 31, 2009 and changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.



Sam J. Nole  
Certified Public Accountant  
New York, New York  
May 12, 2010

**Achilles International, Inc.**  
**Statement of Financial Position**  
**December 31, 2009**

ASSETS

CURRENT ASSETS

Cash	\$ 285,978
Account receivable	29,000
Inventory	14,972
Prepaid expenses	<u>3,000</u>
	<u>332,950</u>

EQUIPMENT

	273,378
Less: Accumulated depreciation	<u>146,440</u>
	<u>126,938</u>

\$ 459,888

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accrued expenses	\$ 29,993
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UNRESTRICTED FUNDS

429,895

\$ 459,888

See Notes to Financial Statements

**Achilles International, Inc.**  
**Statement of Activities and Expenses**  
**For the Year Ended December 31, 2009**

SUPPORT	
DONATIONS AND FUNDRAISING	\$ 1,547,457
PROGRAM EXPENSES	<u>1,357,924</u>
Net program revenue	<u>189,533</u>
EXPENSES	
Accounting	2,618
Advertising and promotion	2,200
Depreciation	3,104
Employee benefits	12,047
Events and fundraising	16,672
Insurance	4,542
Office renovation	20,511
Other administrative expenses	1,322
Professional management fees	5,111
Rent and utilities	31,340
Salaries	79,767
Taxes – payroll	<u>6,455</u>
Total expenses	<u>185,689</u>
NET INCOME	3,844
Interest Income	<u>353</u>
Net increase in net assets	4,197
NET ASSETS- BEGINNING OF YEAR	<u>425,698</u>
NET ASSETS – END OF YEAR	\$ <u>429,895</u>

See Notes to Financial Statements

**Achilles International, Inc.**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2009**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	
Change in net assets	\$ 4,197
Adjustments to reconcile change in net assets To net cash provided by operations:	
Depreciation	71,786
(Increase) decrease in accounts receivable	6,300
(Increase) decrease in inventory	( 2,772)
(Increase) decrease in prepaid expenses	1,000
(Decrease) increase in accounts payable	( 14,919)
Net cash provided by (used by) operating activities	<u>65,592</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	
Purchase of equipment	( 82,452)
Net decrease in cash	( 16,860)
CASH AT BEGINNING OF YEAR	<u>302,838</u>
CASH AT END OF YEAR	\$ <u>285,978</u>

See Notes to Financial Statements

**Achilles International, Inc.**  
**Notes to Financial Statements**  
**December 31, 2009**

Note 1 - Significant Accounting Policies

(A) Nature of Organization

ACHILLES INTERNATIONAL, INC is a charitable organization, and was incorporated on August 23, 1984.

The mission is to enable people with disabilities to compete in mainstream athletics, with a focus on distance/marathon running.

ACHILLES INTERNATIONAL, INC. is exempt from Federal Income Tax under the provisions of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. Contributions received are deductible by the donors in computing their taxable net income in the manner and to the extent provided by Section 170 (B)(1) and (2) of the Internal Revenue Code of 1986, as amended. In addition, there was no unrelated business income for the year ended December 31, 2009 that is subject to federal, state or local income taxes.

Many volunteers participate in the operations and functions of the Achilles International. These services are not recorded as contributions as there is no measurable basis for determination even though they play a significant role in the operations of many of the programs.

(B) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

(C) Financial Statements Presentation

Under Statement of Financial Accounting Standards ("SFAS") No. 117, entitled "*Financial Statements for Not for Profit Organizations*," the Organization is required to report information regarding its financial position and activities according to three classes of net assets (unrestricted, temporarily restricted, and permanently restricted) based on the existence or absence of donor-imposed restrictions.

(D) Contributions and Contributions Receivable

In accordance with SFAS No. 116, entitled "*Accounting for Contributions Received and Contributions Made*," contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support, depending on the existence and/or nature of any restrictions.

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts that are received that are designated for future periods or restricted by the donor for specific purposes are recorded as temporarily restricted or permanently restricted support that increases those net asset classes. When a temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities and Expenses as net assets released from restrictions. Contributions are recorded at their fair value on the date of receipt.

(E) Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, require the Organization to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

(F) Depreciation and Amortization

Equipment is stated at cost. The various method of depreciation used is as follows:

<u>Classification</u>	<u>Method</u>	<u>Useful Life</u>
Equipment	Straight-line	3 years

For the year ended December 31, 2009, the Organization recorded depreciation expense of \$71,786 on these assets.

Note 2 - Description of Grants and Programs

The Achilles International is a worldwide organization that encourages people with disabilities to participate in Marathon running with the general public. People who had difficulty negotiating the distance between light poles, often wind up competing in marathons. Achilles provides training, encouragement and technical expertise to disabled athletes of all abilities. Runners participate with crutches, tethers for the blind, in wheelchairs, on artificial limbs and without aids.

Marathon Expenses:

To enable and assist disabled athletes to run and compete with the general public in Marathons. The organization provides training, encouragement and technical expertise to disabled athletes of all abilities. Runners participate with crutches, tethers for the blind, in wheelchairs, on artificial limbs and without aides.

Achilles Kids:

The organization has a youth program called Achilles Kids, which in association with The New York City Department of Education, trains more than 3,500 children at 142 public and private schools. Achilles Kids is primarily composed of minority children from Inner City neighborhoods and features workouts throughout the year.

Freedom Team:

The organization provides a program for disabled veterans, including many from the wars in Iraq and Afghanistan, with 360 members from the Walter Reed Army Medical Center, Balboa Naval Hospital, and Brooke Army Medical Center. Thirty team members completed the 2009 ING NYC Marathon and ever increasing numbers of Veterans will compete with Achilles in their marathon tour of mainstream races throughout the country.

### Hope and Possibility Race

This is a race in which able-bodied and disabled compete together. In 2009, it was held in Central Park, New York City. Even more participants participated than in the prior years. The Hope and Possibility race was established by Achilles in 2002. Approximately 900 children with disabilities ran in the Kids Fun Run, each receiving a pair of Adidas running shoes.

### The New York Chapters

The New York Chapter continues to meet twice a week in Central Park for workouts. It has a running event once a month and as well as other social gatherings throughout the year.

In addition to the workouts, there is also a Tandem Bike Program where members participated in the annual Five Borough Bike Tour of New York.

### Note 3 – Cash Concentration

The Organization maintains bank accounts at Credit Suisse, JP Morgan Chase, NA and TD Bank NA. At no times have these bank accounts been in excess of FDIC insurance limits. As of December 31, 2009, no accounts exceeded FDIC insurance limits.

### Note 4 – Long Term Lease

The organization renewed its lease for a period of five (5) years expiring on May 31, 2014. The organization may terminate without penalty after two (2) years and then again, it may also terminate it after four (4) years, again without incurring any penalties.

The following is a schedule by years of future base rental payments required under the operating lease that was renewed with cancelable lease terms in excess of two years as at December 31, 2008 and recently renewed lease as at the issuance of these statements:

<u>Year Ending December 31,</u>	<u>Amount</u>
2010	\$38,800
2011	39,277
2012	39,964
2013	40,455
2014	16,856